**Notice of Exempt** Offering of Securities

### U.S. Securities and Exchange Commission

Washington, DC 20549

(See Instructions beginning on page 5)

OMB Number: 3235-0076 Expires: January 31, 2009

Estimated average burden hours per response: 4.00

Intentional misstatements or o em 1. Issuer's Identity	omissions of fact cons	titute federal criminal vic	plations. See 18 U.S.C. 1001.
Name of Issuer			Entity Type (Select one)
BlackRock Credit Investors II, L.P.	Previous Name(s)	X None	Corporation
Jurisdiction of Incorporation/Organization			Limited Partnership
Delaware		PROCESSI	Limited Liability Company General Partnership
Year of Incorporation/Organization (Selectione)		JAN 2 8 200	Business Trust Other (Specify)
O O Within Last Five Years	2008 Ye	THOMSON REU	
f more than one issuer is filing this notice, check th	is box 🔲 and identil	fy additional issuer(s) by (	attaching Items 1 and 2 Continuation Page(s)
em 2. Principal Place of Business and	<del></del>		-
Street Address 1		Street Address 2	
a/a BlastiDasti Inc		40 E. 52nd Street	
c/o BlackRock, Inc.			Ob M.
	e/Province/Country	ZIP/Postal Code	Phone No.
New York NY		10022	(212) 810-3000
em 3. Related Persons			
Last Name	First Name	<del>-</del>	Middle Name
BlackRock Credit Investors (GenPar) II, LLC			
Street Address 1		Street Address 2	
		40 E. 52nd Street	O
c/o BlackRock, Inc.	/Province/Country	ZIP/Postal Code	MEII Processing
•	Province/Country		Section
New York NY		10022	1411 15
Relationship(s): Executive Officer Dire	ector 🔲 Promoter		JAN 15 2009
Clarification of Response (if Necessary) General	Partner		
0.4184	tale and and and an arrange		₩ <b>OSHINGTON, DR</b> S and attaching (1955) Continuation Page(s)
lidentily add em 4. Industry Group (Select one)	litionai relat <b>ea</b> persol	ns by checking this box 12	S and attaching (FEIDS Continuation Page(s)
	O Rusinos	s Services	Commention .
Agriculture Banking and Financial Services	Energy	2 Del Aires	Construction REITS & Finance
Commercial Banking		tric Utilities	Residential
Insurance	C Ener	rgy Conservation	Other Real Estate
Investing	Coal	Mining	
Investment Banking	○ Envi	ronmental Services	<ul><li>Retailing</li><li>Restaurants</li></ul>
Pooled Investment Fund	Oils	& Gas	Technology
If selecting this industry group, also select one	fund Othe	er Energy	Computers
type below and answer the question below:	Health C		Telecommunications
Hedge Fund	$\subseteq$	echnology	Other Technology
Private Equity Fund Venture Capital Fund	$\subseteq$	ith insurance	T
Other Investment Fund	<u> </u>	oitals & Physcians	
Is the issuer registered as an investment	$\subseteq$	maceuticals	,
company under the Investment Company	у С	er Health Care	
Act of 1940? Yes No	Manufa	<del>-</del>	
Other Banking & Financial Services	Real Esta		09000138

Commercial

#### U.S. Securities and Exchange Commission

Washington, DC 20549 Item 5. Issuer Size (Select one) Revenue Range (for issuer not specifying "hedge" Aggregate Net Asset Value Range (for issuer or "other investment" fund in Item 4 above) specifying "hedge" or "other investment" fund in Item 4 above) OR No Revenues No Aggregate Net Asset Value \$1 - \$1,000,000 \$1 - \$5,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$50,000,000 \$25,000,001 - \$100,000,000 \$50,000,001 - \$100,000,000 Over \$100,000,000 Over \$100,000,000 **Decline to Disclose Decline to Disclose** Not Applicable Not Applicable Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply) Investment Company Act Section 3(c) Rule 504(b)(1) (not (i), (ii) or (iii)) Section 3(c)(9) Section 3(c)(1) Rule 504(b)(1)(i) Section 3(c)(10) Section 3(c)(2) Rule 504(b)(1)(ii) Section 3(c)(11) Section 3(c)(3) Rule 504(b)(1)(iii) Section 3(c)(4) Section 3(c)(12) **Rule 505** Section 3(c)(13) Section 3(c)(5) Rule 506 Section 3(c)(6) Section 3(c)(14) Securities Act Section 4(6) Section 3(c)(7) Item 7. Type of Filing New Notice Amendment OR Date of First Sale in this Offering: **OR** First Sale Yet to Occur Item 8. Duration of Offering Does the issuer intend this offering to last more than one year? ☐ Yes ☐ No Item 9. Type(s) of Securities Offered (Select all that apply) □ Pooled Investment Fund Interests Equity Tenant-in-Common Securities Debt **Mineral Property Securities** Option, Warrant or Other Right to Acquire Other (Describe) **Another Security** Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Item 10. Business Combination Transaction Is this offering being made in connection with a business combination

transaction, such as a merger, acquisition or exchange offer?

Clarification of Response (if Necessary)

|X No

Item 11. Minimum Investment

# U.S. Securities and Exchange Commission

Washington, DC 20549

Minimum investment accepted from any o	utside inve	stor	\$ 0.00						
Item 12. Sales Compensation									
Recipient			Recipi	ent CRD N	umber				
		. <u>.                                   </u>						No CRD Nu	mber
(Associated) Broker or Dealer Nor	ne		(Assoc	iated) Bro	ker or Deal	er CRD Nur	nber		
								No CRD Nu	mber
Street Address 1	_		Street A	ddress 2					
				710.0	Postal Code		<del></del>		
City		te/Provin	ce/Country	7	Postal Code	· · ·			
States of Solicitation All States		<del></del>							
TALAN AKAR AKAR ARAN	]¢A&[	(60 ×	JON W	DEW	∏\$DC¥	□ FLS #	□ KSA K		Die
☐ IL ☐ IN ☐ IA ☐ KS [	] KY [	] LA [	ME [	MD	MA MA	∏ MI	MN	MS	☐ MO
RI SC SD TN	NU≫_[ □ TX	UT	□ VT □	ING TA	ND. WA	□ W	│ WI	-∏OR≇ □ WY	PA ∂
(Identify additional person(s)			ation by ch	_			_		— n Page(s).)
Item 13. Offering and Sales Amou	ints								
\$	301,500,00	00				<b>○</b> D		<b>~</b> . <b></b> .	
(a) Total Cherning Attourt						OR	∐ Indef	inite	
L	301,500,00	00							
(c) Total Remaining to be Sold \$ \( \) (Subtract (a) from (b))	)		<del></del>			OR	☐ Indef	finite	
Clarification of Response (if Necessary)									
Item 14. Investors									
Check this box if securities in the offering	have been	or may b	e sold to pe	ersons who	o do not qu	alify as acc	redited inv	estors, and	enter the
number of such non-accredited investors wi	no aiready r	nave inves	itea in the C	menng:	<u> </u>				
				۲		<del></del> 7			
Enter the total number of investors who air	eady have it	nvested in	the offerin	g: <u>[5</u>					
Item 15. Sales Commissions and	Finders'	Fees E	xpenses	•		<u> </u>			
Provide separately the amounts of sales com	amissions ar	nd finders	s' fees expe	nses, if an	y. If an am	ount is not	known, pr	ovide an est	imate and
check the box next to the amount.	235 (1)	, A			÷ [0.00			<b>⊟</b>	
			Sales Con					∠ Estimate     ✓ Estimate	te
Clarification of Response (if Necessary)	t a/		Find	iers' Fees	\$ 0.00			Estimate A	te
A Property and a	· <del></del>								
, , , , ,									

### U.S. Securities and Exchange Commission

Washington, DC 20549

tem 16. Use of Proceeds		• ,
rovide the amount of the gross proceeds of the offering that has been a sed for payments to any of the persons required to be named as irectors or promoters in response to Item 3 above. If the amount is unstimate and check the box next to the amount.	s executive officers, \$ 0.00	<b>◯</b> Estimate
Clarification of Response (if Necessary)		
ignature and Submission		<u></u>
Please verify the information you have entered and review the	e Terms of Submission below before	signing and submitting this notice.
Terms of Submission. In Submitting this notice, each	identified issuer is:	
undertaking to furnish them, upon written request, in according literatory appointing each of the Secretary of the the State in which the issuer maintains its principal place of process, and agreeing that these persons may accept service such service may be made by registered or certified mail, in a against the issuer in any place subject to the jurisdiction of the activity in connection with the offering of securities that is the provisions of: (i) the Securities Act of 1933, the Securities Exc. Company Act of 1940, or the Investment Advisers Act of 1940 State in which the issuer maintains its principal place of busing Certifying that, if the issuer is claiming a Rule 505 ethe reasons stated in Rule 505(b)(2)(iii).	e SEC and the Securities Administrate business and any State in which this e on its behalf, of any notice, process any Federal or state action, administrate United States, if the action, proceed the subject of this notice, and (b) is for change Act of 1934, the Trust Indenture, or any rule or regulation under any iness or any State in which this notice.	or or other legally designated officer of notice is filed, as its agents for service of or pleading, and further agreeing that rative proceeding, or arbitration brought eding or arbitration (a) arises out of any unded, directly or indirectly, upon the are Act of 1939, the Investment y of these statutes; or (ii) the laws of the e is filed.
*This undertaking does not affect any limits Section 102(a) of the N 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to red "covered securities" for purposes of NSMIA, whether in all instances routinely require offering materials under this undertaking or other so under NSMIA's preservation of their anti-fraud authority.	quire information. As a result, if the securi s or due to the nature of the offering that	ities that are the subject of this Form D are is the subject of this Form D, States cannot
Each identified issuer has read this notice, knows the conten undersigned duly authorized person. (Check this box are in Item 1 above but not represented by signer below.)		is notice to be signed on its behalf by the iges for signatures of issuers identified
Issuer(s)	Name of Signer	
BlackRock Credit Investors II, L.P.	Ed Mallon	
Signature ///	Title	1
CO J'WIN	Manzana Direc	Date
Number of continuation pages attached: 1		1-17-2043

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

### U.S. Securities and Exchange Commission

Washington, DC 20549

### **Item 3 Continuation Page**

# Item 3. Related Persons (Continued)

Last Name	First Name		Middle Name
BlackRock Financial Management, Inc.			
Street Address 1		Street Address 2	
c/o BlackRock, Inc.		40 E. 52nd Street	
City State/I	Province/Country	ZIP/Postal Code	- · · · ·
New York NY		10022	
Relationship(s): Executive Officer Dire	ctor X Promoter		
Clarification of Response (if Necessary)			
Last Name	First Name		Middle Name
BlackRock Investments, Inc.			
Street Address 1	<u> </u>	Street Address 2	
c/o BlackRock, Inc.		40 E. 52nd Street	
	Province/Country	ZIP/Postal Code	
New York NY		10022	
Relationship(s): Executive Officer Dire	ector X Promoter		
Clarification of Response (if Necessary)			
Claimeation of Response (in Necessary)			
Last Name	First Name		Middle Name
	First Name		Middle Name
Street Address 1	First Name	Street Address 2	Middle Name
Street Address 1			Middle Name
Street Address 1	First Name  Province/Country	Street Address 2  ZIP/Postal Code	Middle Name
Street Address 1			Middle Name
Street Address 1  City State/			Middle Name
Street Address 1  City State/	Province/Country		Middle Name
Street Address 1  City State/  Relationship(s): Executive Officer Direction	Province/Country		Middle Name
Street Address 1  City State/  Relationship(s): Executive Officer Direction of Response (if Necessary)	Province/Country		
Street Address 1  City State/  Relationship(s): Executive Officer Direction	Province/Country		Middle Name
Street Address 1  City State/I  Relationship(s): Executive Officer Direction of Response (if Necessary)  Last Name	Province/Country	ZIP/Postal Code	
Street Address 1  City State/  Relationship(s): Executive Officer Direction of Response (if Necessary)	Province/Country		
Street Address 1  City State/I  Relationship(s): Executive Officer Direction of Response (if Necessary)  Last Name  Street Address 1	Province/Country  ector Promoter  First Name	ZIP/Postal Code  Street Address 2	
Street Address 1  City State/  Relationship(s): Executive Officer Direction of Response (if Necessary)  Last Name  Street Address 1	Province/Country	ZIP/Postal Code	
Street Address 1  City State/  Relationship(s): Executive Officer Directly  Clarification of Response (if Necessary)  Last Name  Street Address 1  City State/  City State/	Province/Country  Province Promoter  First Name  Province/Country	ZIP/Postal Code  Street Address 2	
Street Address 1  City State/  Relationship(s): Executive Officer Direct Clarification of Response (if Necessary)  Last Name  Street Address 1  City State/  Relationship(s): Executive Officer Direct Clarification of Response (if Necessary)	Province/Country  ector Promoter  First Name	ZIP/Postal Code  Street Address 2	
Street Address 1  City State/  Relationship(s): Executive Officer Directly  Clarification of Response (if Necessary)  Last Name  Street Address 1  City State/  City State/	Province/Country  Province Promoter  First Name  Province/Country	ZIP/Postal Code  Street Address 2	

### $. U.S. \, Securities \, and \, Exchange \, Commission \,$

Washington, DC 20549

Item 11. Minimum Investment				
Minimum investment accepted from an	y outside investor	0.00		
tem 12. Sales Compensation				
ecipient		Recipient CRD Numbe	er	
		]		☐ No CRD Number
Associated) Broker or Dealer	None	(Associated) Broker or	Dealer CRD Nur	nber
		] [		☐ No CRD Number
Street Address 1		Street Address 2		
City	State/Provinc	ce/Country ZIP/Postal	Code	
States of Solicitation All States				
☐ IL ☐ IN ☐ IA ☐ KS			A ∏ MI	MN MS MO
MINI REST INVESTIGATION				
☐ RI ☐ SC ☐ SD ☐ TN	xx υτ	VT	VA WV	□ WI □ WY □ PR
(Identify additional perso	n(s) being paid compensa	ation by checking this box	and attach	ing Item 12 Continuation Page(
Item 13. Offering and Sales Am	ounts		· · · · · · · · · · · · · · · · · · ·	
(a) Takal Offician America	\$ 301,500,000		OR	
(a) Total Offering Amount				Indefinite
(b) Total Amount Sold	\$ 301,500,000			
(c) Total Remaining to be Sold (Subtract (a) from (b))	\$ 0		OR	Indefinite
Clarification of Response (If Necessary)				
Item 14. Investors				
	ring house hoose or may be	s cold to parcons who do p	oot qualify as acc	credited investors and enter the
Check this box if securities in the offer number of such non-accredited investor	s who already have invest	ted in the offering:	tot quality as acc	realed myestors, and enter the
		L		
Enter the total number of investors who	already have invested in	the offering: 5		
	•	<u>-</u>		
ltem 15. Sales Commissions an	d Finders' Fees Ex	xpenses		
Provide separately the amounts of sales check the box next to the amount.	commissions and finders	fees expenses, if any. If a	in amount is not	t known, provide an estimate a
	••••	Sales Commissions \$ 0.0	00	
Clarification of Response (if Necessary)		Finders' Fees \$ 0.0	00	<b>◯</b> Estimate

### U.S. Securities and Exchange Commission

Washington, DC 20549

<del></del>	<del></del>
ovide the amount of the gross proceeds of the offering the for payments to any of the persons required to be ectors or promoters in response to Item 3 above. If the limate and check the box next to the amount.	named as executive officers, \$ 0.00
Clarification of Response (if Necessary)	
gnature and Submission	
Please verify the information you have entered an	review the Terms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this r	tice, each identified issuer is:
the State in which the issuer maintains its princip process, and agreeing that these persons may ac such service may be made by registered or certif	tary of the SEC and the Securities Administrator or other legally designated officer of I place of business and any State in which this notice is filed, as its agents for service of ept service on its behalf, of any notice, process or pleading, and further agreeing that d mail, in any Federal or state action, administrative proceeding, or arbitration broug liction of the United States, if the action, proceeding or arbitration (a) arises out of an
activity in connection with the offering of security provisions of: (i) the Securities Act of 1933, the Securities Act of 1933, the Securities Act of 1940, or the Investment Adviser State in which the issuer maintains its principal prin	is that is the subject of this notice, and (b) is founded, directly or indirectly, upon the urities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of these of business or any State in which this notice is filed.  Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of
activity in connection with the offering of securit provisions of: (i) the Securities Act of 1933, the Secompany Act of 1940, or the Investment Adviser State in which the issuer maintains its principal parties of the reasons stated in Rule 505(b)(2)(iii).  This undertaking does not affect any limits Section 1: 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of "covered securities" for purposes of NSMIA, whether in	es that is the subject of this notice, and (b) is founded, directly or indirectly, upon the surities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the second business or any State in which this notice is filed.  Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the National Securities Markets Improvement Act of 1996 (*NSMIA*) [Pub. L. No. 104-290, States to require information. As a result, if the securities that are the subject of this Form D are Ill instances or due to the nature of the offering that is the subject of this Form D, States cannoting or otherwise and can require offering materials only to the extent NSMIA permits them to de
activity in connection with the offering of securit provisions of: (i) the Securities Act of 1933, the Secompany Act of 1940, or the Investment Adviser State in which the issuer maintains its principal parties of the reasons stated in Rule 505(b)(2)(iii).  This undertaking does not affect any limits Section 1: 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of "covered securities" for purposes of NSMIA, whether in routinely require offering materials under this undertas of under NSMIA's preservation of their anti-fraud authors.	is that is the subject of this notice, and (b) is founded, directly or indirectly, upon the surities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of these of business or any State in which this notice is filed.  Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, States to require information. As a result, if the securities that are the subject of this Form D are Ill instances or due to the nature of the offering that is the subject of this Form D, States cannoting or otherwise and can require offering materials only to the extent NSMIA permits them to do ity.  The contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents and attach Signature Continuation Pages for signatures of issuers identified
activity in connection with the offering of securit provisions of: (i) the Securities Act of 1933, the Secompany Act of 1940, or the Investment Adviser State in which the issuer maintains its principal procertifying that, if the issuer is claiming the reasons stated in Rule 505(b)(2)(iii).  This undertaking does not affect any limits Section 10 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of "covered securities" for purposes of NSMIA, whether in routinely require offering materials under this undertaso under NSMIA's preservation of their anti-fraud authorized identified issuer has read this notice, knows undersigned duly authorized person. (Check this	is that is the subject of this notice, and (b) is founded, directly or indirectly, upon the surities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of these of business or any State in which this notice is filed.  Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, States to require information. As a result, if the securities that are the subject of this Form D are Ill instances or due to the nature of the offering that is the subject of this Form D, States cannoting or otherwise and can require offering materials only to the extent NSMIA permits them to do ity.  The contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents and attach Signature Continuation Pages for signatures of issuers identified
activity in connection with the offering of securit provisions of: (i) the Securities Act of 1933, the Secompany Act of 1940, or the Investment Adviser State in which the issuer maintains its principal proceedings of the reasons stated in Rule 505(b)(2)(iii).  This undertaking does not affect any limits Section 1: 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of covered securities for purposes of NSMIA, whether in routinely require offering materials under this undertains of under NSMIA's preservation of their anti-fraud authorized identified issuer has read this notice, knows undersigned duly authorized person. (Check this in Item 1 above but not represented by signer be	is that is the subject of this notice, and (b) is founded, directly or indirectly, upon the surities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of these of business or any State in which this notice is filed.  Rule 50S exemption, the issuer is not disqualified from relying on Rule 50S for one of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, States to require information. As a result, if the securities that are the subject of this Form D are Ill instances or due to the nature of the offering that is the subject of this Form D, States cannoting or otherwise and can require offering materials only to the extent NSMIA permits them to do ity.  The contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents and attach Signature Continuation Pages for signatures of issuers identified in the subject of the subject of the subject of the subject of this Form D, States cannot not only to the extent NSMIA permits them to do ity.
activity in connection with the offering of securit provisions of: (i) the Securities Act of 1933, the Secompany Act of 1940, or the Investment Adviser State in which the issuer maintains its principal parties of the reasons stated in Rule 505(b)(2)(iii).  This undertaking does not affect any limits Section 10 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of covered securities for purposes of NSMIA, whether in routinely require offering materials under this undertas ounder NSMIA's preservation of their anti-fraud authorized identified issuer has read this notice, knows undersigned duly authorized person. (Check this in Item 1 above but not represented by signer be Issuer(s)	is that is the subject of this notice, and (b) is founded, directly or indirectly, upon the urities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the ce of business or any State in which this notice is filed.  Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of Rule 505 exemption. As a result, if the securities that are the subject of this Form D are Ill instances or due to the nature of the offering that is the subject of this Form D, States cannot ing or otherwise and can require offering materials only to the extent NSMIA permits them to do not be contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to be true, and has duly caused this notice to be signed on its behalf by the contents to the contents the contents to the contents the contents to the contents to the contents the contents to the conte
activity in connection with the offering of securit provisions of: (i) the Securities Act of 1933, the Secompany Act of 1940, or the Investment Adviser State in which the issuer maintains its principal proceedings of the reasons stated in Rule 505(b)(2)(iii).  This undertaking does not affect any limits Section 10 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of covered securities for purposes of NSMIA, whether in routinely require offering materials under this undertaso under NSMIA's preservation of their anti-fraud authorized issuer has read this notice, knows undersigned duly authorized person. (Check this in Item 1 above but not represented by signer be issuer(s)  BlackRock Credit Investors II, L.P.	is that is the subject of this notice, and (b) is founded, directly or indirectly, upon the urities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the Investment and Securities or any State in which this notice is filed.  Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of Investment Act of 1996 (*NSMIA*) [Pub. L. No. 104-290, Investment Investmen

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Notice of Exempt
Offering of Securities

### **U.S. Securities and Exchange Commission**

Washington, DC 20549

(See instructions beginning on page 5)
Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB Number: 3235-0076 Expires: January 31, 2009

OMB APPROVAL

Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity			
Name of Issuer	Previous Name(s)	(	Entity Type (Select one)
BlackRock Credit Investors II, L.P.	r revious runne(s)		Corporation
Jurisdiction of Incorporation/Organization			Limited Partnership
Delaware			Limited Liability Company
Beloward			General Partnership
Year of Incorporation/Organization			Business Trust
(Select one) Over Five Years Ago Within Last Five Years (specify year)	O v	et to Be Formed	Other (Specify)
(specify year)	008	10 00 00 00000	
(If more than one issuer is filing this notice, check the	is box 🔲 and identif	y additional issuer(s) by a	attaching Items 1 and 2 Continuation Page(s
Item 2. Principal Place of Business and C	<del></del>	•	
Street Address 1		Street Address 2	
c/o BłackRock, Inc.		40 E. 52nd Street	
City State	/Province/Country	ZIP/Postal Code	Phone No.
New York NY		10022	(212) 810-3000
tem 3. Related Persons			
Last Name	First Name		Middle Name
BlackRock Credit Investors (GenPar) II, LLC			
Street Address 1		Street Address 2	
c/o BlackRock, Inc.		40 E. 52nd Street	
City State/	Province/Country	ZIP/Postal Code	<del></del>
New York NY		10022	
Relationship(s): Executive Officer Dire	ector Promoter		
Clarification of Response (If Necessary) General I	Partner		
		as bu shashing this how N	and attaching Item 3 Continuation Page(s
ltem 4. Industry Group (Select one)	tional related person	is by checking this box	ana attaching item 3 Continuation Page(s
Agriculture	Rusines	s Services	Construction
Banking and Financial Services	Energy		REITS & Finance
Commercial Banking	Elec	tric Utilitles	Residential
Insurance	$\overline{\mathcal{L}}$	rgy Conservation	Other Real Estate
Investing	$\sim$	Mining	( Retailing
Investment Banking	$\sum_{i=1}^{n}$	ronmental Services	Restaurants
Pooled Investment Fund	<u> </u>	k Gas er Energy	Technology
If selecting this industry group, also select one f type below and answer the question below:			Computers
○ Hedge Fund	Health C	.are echnology	Telecommunications
Private Equity Fund	Q	th insurance	Other Technology
Venture Capital Fund	Hosp	pitals & Physcians	Travel
Other Investment Fund	O Phari	maceuticals	Airlines & Airports
is the issuer registered as an investment	Othe	er Health Care	Lodging & Conventions
company under the Investment Company Act of 1940? Yes No	Manufac	rturing	Tourism & Travel Services
Other Banking & Financial Services	Real Esta	· ·	Other Travel
<b>O</b> 1 1 1 <b>3</b> 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Com	mercial	Other

Item 5. Issuer Size

(Select one)

# U.S. Securities and Exchange Commission

Washington, DC 20549

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)	specifying "hedge" or "other investment" fund in			
0 " 1	OR Item 4 above)			
No Revenues	No Aggregate Net Asset Value			
\$1 - \$1,000,000	\$1 - \$5,000,000			
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000			
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000			
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000			
Over \$100,000,000	Over \$100,000,000			
Decline to Disclose	Decline to Disclose			
Not Applicable	O Not Applicable			
Item 6. Federal Exemptions and Exclusions Cl	laimed (Select all that apply)			
	Investment Company Act Section 3(c)			
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)			
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)(10)			
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)(11)			
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)(12)			
Rule 505	Section 3(c)(5) Section 3(c)(13)			
☐ Rule 506	Section 3(c)(6) Section 3(c)(14)			
Securities Act Section 4(6)	Section 3(c)(7)     Section 3(c)(7)			
•	_			
Item 7. Type of Filing				
New Notice OR   • Amendme	nent			
Date of First Sale in this Offering:	OR First Sale Yet to Occur			
Item 8. Duration of Offering	·			
Does the issuer intend this offering to last more than one year? Yes 🔀 No				
Item 9. Type(s) of Securities Offered (Select	ct all that apply)			
Equity	Nooled Investment Fund Interests			
☐ Debt	Tenant-in-Common Securities			
Option, Warrant or Other Right to Acquire	Mineral Property Securities			
Another Security	Other (Describe)			
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security				
Item 10. Business Combination Transaction				
Is this offering being made in connection with a busi transaction, such as a merger, acquisition or exchange off				
Clarification of Response (if Necessary)				

#### U.S. Securities and Exchange Commission

Washington, DC 20549

#### **Item 3 Continuation Page**

Item 3. Related Persons (Continued) Last Name First Name Middle Name BlackRock Financial Management, Inc. Street Address 2 Street Address 1 40 E. 52nd Street c/o BlackRock, Inc. State/Province/Country ZIP/Postal Code City 10022 New York Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name BlackRock Investments, Inc. Street Address 2 Street Address 1 c/o BlackRock, Inc. 40 E. 52nd Street State/Province/Country City ZIP/Postal Code 10022 New York Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Middle Name Last Name First Name Street Address 2 Street Address 1 City State/Province/Country ZIP/Postal Code Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name Street Address 2 Street Address 1 City State/Province/Country ZIP/Postal Code Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary)

(Copy and use additional copies of this page as necessary.)